

KATTEN MUCHIN ROSENMAN LLP

Steven J. Reisman, Esq.
Theresa A. Foudy, Esq.
Karen B. Dine, Esq.
575 Madison Avenue
New York, NY 10022-2585
Telephone: (212) 940-8800
Facsimile: (212) 940-8776

*Counsel for Sears Holdings Corporation, and
its debtor affiliates, as debtors and debtors in possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

SEARS HOLDINGS CORPORATION, *et al.*,

Debtors.¹

Chapter 11

Case No. 18-23538 (RDD)

(Jointly Administered)

Re: Docket Index 7847

**CERTIFICATE OF NO OBJECTION REGARDING THIRD QUARTERLY REPORT
OF KATTEN MUCHIN ROSENMAN LLP, AS SPECIAL AVOIDANCE COUNSEL FOR
THE DEBTORS, FOR ALLOWANCE OF CONTINGENT FEES AND
REIMBURSEMENT OF EXPENSES FOR THE PERIOD
FROM JANUARY 1, 2020 THROUGH MARCH 31, 2020**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

I, Steven J. Reisman, hereby certify that as of the date hereof, I have received no answer, objection or other responsive pleading to the *Third Quarterly Report Of Katten Muchin Rosenman LLP, Special Avoidance Counsel For The Debtors, For Allowance Of Contingent Fees And Reimbursement Of Expenses For The Period From January 1, 2020 Through March 31, 2020* (filed on April 21, 2020, at Docket No. 7847) (the “Third Quarterly Report”).

The undersigned further certifies that I have caused the Court’s docket in these cases to be reviewed and no answer, objection or other responsive pleading to the Third Quarterly Report appears thereon. Pursuant to the *Amended Notice of Hearing on Interim Applications for Allowance of Compensation and Reimbursement of Expenses on June 17, 2020, at 10:00 a.m.* (Docket No. 7963), objections to the Third Quarterly Report were to be filed and served no later than May 19, 2020, at 4:00 p.m. (EST).

It is hereby respectfully requested that the proposed form of order (attached hereto as Exhibit A) approving the Third Quarterly Report be entered at the earliest convenience of the Court.

Dated: May 26, 2020

KATTEN MUCHIN ROSENMAN LLP

By: /s/Steven J. Reisman

Steven J. Reisman, Esq.

Theresa A. Foudy, Esq.

Karen B. Dine, Esq.

575 Madison Avenue

New York, NY 10022-2585

Telephone: (212) 940-8800

Facsimile: (212) 940-8776

Email: sreisman@katten.com

*Counsel for Sears Holdings Corporation, and its
debtor affiliates, as debtors and debtors in
possession*

Exhibit A

Proposed Form of Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

SEARS HOLDINGS CORPORATION, *et al.*,

Debtors.¹

Chapter 11

Case No. 18-23538 (RDD)
(Jointly Administered)

Re: Docket Index 7847

**ORDER GRANTING THIRD QUARTERLY REPORT OF KATTEN MUCHIN
ROSENMAN LLP AS SPECIAL AVOIDANCE COUNSEL FOR THE DEBTORS, FOR
ALLOWANCE OF CONTINGENT FEES AND REIMBURSEMENT OF EXPENSES
FOR THE PERIOD FROM JANUARY 1, 2020 THROUGH MARCH 31, 2020**

Katten Muchin Rosenman LLP (“Katten”), Counsel for Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above matter, having filed its Third Quarterly Report for the Period of January 1, 2020 through March 31, 2020 as Special Avoidance Counsel (the “Third Quarterly Report”);² and the Court having reviewed the Third Quarterly Report; and the Court finding that: (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; (b) notice of the Third Quarterly Report was adequate

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

² Capitalized terms shall have the same meaning ascribed to them in the Third Quarterly Report.

under the circumstances; and (c) all persons with standing have been afforded the opportunity to be heard on the Third Quarterly Report;

NOW THEREFORE, IT IS HEREBY ORDERED THAT:

1. The request for approval of the Third Quarterly Report is GRANTED to the extent set forth in Schedule A and Schedule B hereto.

2. Katten is awarded approval for compensation in the amount of \$53,015.25 for professional services rendered on a contingency fee basis and \$191,485.76 for actual and necessary costs and expenses for the period of January 1, 2020 through March 31, 2020.

3. Such sums are authorized for payment less any amounts previously paid to Katten on account of the amounts set forth in the Third Quarterly Report.

Dated: _____, 2020
New York, New York

THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE

Case No.: 18-23538 (RDD)

Schedule A

Case Name: In re Sears Holdings Corporation, *et al.*

CURRENT FEE PERIOD

(1) Applicant	(2) Quarterly Report Date and Docket No.	(3) Fee Period	(4) Fees Requested	(5) Fees Allowed	(6) Fees to be Paid Under Order	(7) Expenses Requested	(8) Expenses Allowed	(9) Expenses to be Paid Under Order
Katten Muchin Rosenman LLP, Special Avoidance Counsel for the Debtors	4/24/2020 Docket No. 7864	1/1/2020– 3/31/2020	\$53,015.25	\$53,015.25	\$53,015.25	\$191,485.76	\$191,485.76	\$191,485.76

Case No.: 18-23538 (RDD)

Schedule B

Case Name: In re Sears Holdings Corporation, *et al.*

QUARTERLY REPORT TOTALS

(1) Applicant	(2) Total Fees Requested	(3) Total Fees Paid	(4) Total Expenses Requested	(5) Total Expenses Paid³
Katten Muchin Rosenman LLP, Special Avoidance Counsel for the Debtors	\$153,287.98	\$153,287.98	\$266,488.57	\$266,488.57

³ In accordance with the terms of the Amended Order c(the "Order") signed on July 2, 2019, Authorizing the Employment and Retention of Katten Muchin Rosenman LLP As Special Avoidance Action Counsel to Debtors *Nunc Pro Tunc* to April 1, 2019 [Docket No. 4413], Katten received payment on account of its fees, in accordance with the Contingency Fee Schedule (as defined in the Order), and its Expenses (as defined in the Order) from proceeds recovered in connection with the avoidance actions as provided in the Engagement Letter (as defined in the Order).